

**Amendment to the Agreement  
Between  
Xspedius Communications, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius Communications, LLC (Xspedius), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 (Agreement) to be effective August 30, 2004.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add Section 14.11 and its subsections to Attachment 2 as follows:
  - 14.11 911 PBX Locate Service®. 911 PBX Locate Service is comprised of a database capability and a separate transport component.
  - 14.11.1 Description of Product. The transport component provides a dedicated trunk path from a Private Branch Exchange (PBX) switch to the appropriate BellSouth 911 tandem.
  - 14.11.1.1 The database capability allows Xspedius to offer an E911 service to its PBX End Users that identifies to the PSAP the physical location of the Xspedius PBX 911 End User station telephone number for the 911 call that is placed by the End User.
  - 14.11.2 Xspedius may order either the database capability or the transport component as desired or Xspedius may order both components of the service.
  - 14.11.3 911 PBX Locate Database Capability. Xspedius's End User or Xspedius's End User's database management agent (DMA) must provide the End User PBX station telephone numbers and corresponding address and location data to BellSouth's 911 database vendor. The data will be loaded and maintained in BellSouth's ALI database.
  - 14.11.4 Ordering, provisioning, testing and maintenance shall be provided by Xspedius pursuant to the 911 PBX Locate Marketing Service Description (MSD) that is located on the BellSouth Interconnection Web site.

- 14.11.5 Xspedius's End User, or Xspedius's End User DMA must provide ongoing updates to BellSouth's 911 database vendor within a commercially reasonable timeframe of all PBX station telephone number adds, moves and deletions. It will be the responsibility of Xspedius to ensure that the End User or DMA maintain the data pertaining to each End User's extension managed by the 911 PBX Locate Service product. Xspedius should not submit telephone number updates for specific PBX station telephone numbers that are submitted by Xspedius's End User, or Xspedius's End User DMA under the terms of 911 PBX Locate product.
- 14.11.5.1 Xspedius must provision all PBX station numbers in the same LATA as the E911 tandem.
- 14.11.6 Xspedius agrees to release, indemnify, defend and hold harmless BellSouth from any and all loss, claims, demands, suits, or other action, or any liability whatsoever, whether suffered, made, instituted or asserted by Xspedius's End User or by any other party or person, for any personal injury to or death of any person or persons, or for any loss, damage or destruction of any property, whether owned by Xspedius or others, or for any infringement or invasion of the right of privacy of any person or persons, caused or claimed to have been caused, directly or indirectly, by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of PBX Locate Service features or by any services which are or may be furnished by BellSouth in connection therewith, including but not limited to the identification of the telephone number, address or name associated with the telephone used by the party or parties accessing 911 services using 911 PBX Locate Service hereunder, except to the extent caused by BellSouth's gross negligence or wilful misconduct. Xspedius is responsible for assuring that its authorized End Users comply with the provisions of these terms and that unauthorized persons do not gain access to or use the 911 PBX Locate Service through user names, passwords, or other identifiers assigned to Xspedius's End User or DMA pursuant to these terms. Specifically, Xspedius's End User or DMA must keep and protect from use by any unauthorized individual identifiers, passwords, and any other security token(s) and devices that are provided for access to this product.
- 14.11.7 Xspedius may only use BellSouth PBX Locate Service solely for the purpose of validating and correcting 911 related data for Xspedius's End Users' telephone numbers for which it has direct management authority.
- 14.11.8 911 PBX Locate Transport Component. The 911 PBX Locate Service transport component requires Xspedius to order a CAMA type dedicated trunk from Xspedius's End User premise to the appropriate BellSouth 911 tandem pursuant to the following provisions.

- 14.11.8.1 Except as otherwise set forth below, a minimum of two (2) End User specific, dedicated 911 trunks are required between the Xspedius's End User premise and the BellSouth 911 tandem as described in BellSouth's TR 73576 and in accordance with the 911 PBX Locate Marketing Service Description located on the BellSouth Interconnection Web site. Xspedius is responsible for connectivity between the End User's PBX and Xspedius's switch or POP location. Xspedius will then order 911 trunks from their switch or POP location to the BellSouth 911 tandem. The dedicated trunks shall be, at a minimum, DS0 level trunks configured as part of a digital interface (delivered over a Xspedius purchased DS1 facility that hands off at a DS1 or higher level digital or optical interface). Xspedius is responsible for ensuring that the PBX switch is capable of sending the calling station's Direct Inward Dial (DID) telephone number to the BellSouth 911 tandem in a specified Multi-frequency (MF) Address Signaling Protocol. If the PBX switch supports Primary Rate ISDN (PRI) and the calling stations are DID numbers, then the 911 call can be transmitted using PRI, and there will be no requirement for the PBX Locate Transport component.
- 14.11.9 Ordering and Provisioning. Xspedius will submit an Access Service Request (ASR) to BellSouth to order a minimum of two (2) End User specific 911 trunks from its switch or POP location to the BellSouth 911 tandem.
- 14.11.9.1 Testing and maintenance shall be provided by Xspedius pursuant to the 911 PBX Locate Marketing Service description that is located on the BellSouth Interconnection Web site.
- 14.11.10 Rates. Rates for the 911 PBX Locate Service database component are set forth in Exhibit C. Trunks and facilities for 911 PBX Locate transport component may be ordered by Xspedius pursuant to the terms and conditions set forth in Attachment 3.
2. The Parties agree to add to the rates in Exhibit C of Attachment 2, the rates set forth in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference for the states of Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.
3. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

By: Kristen E. Shore  
Name: Kristen E. Shore  
Title: Director  
Date: 6/20/06

**Xspedius Communications, LLC**

By: James C. Falvey  
Name: James C. Falvey  
Title: SVP, Regulatory Affairs  
Date: June 19, 2006

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: C					
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE																		
	911 PBX LOCATE DATABASE CAPABILITY																	
		Service Establishment per CLEC per End User Account						9PBDC	9PBEU		1,813.00							
		Changes to TN Range or Customer Profile						9PBDC	9PBTN		181.44							
		Per Telephone Number (Monthly)						9PBDC	9PBMM	0.07								
		Change Company (Service Provider) ID						9PBDC	9PBPC		532.60							
		PBX Locate Service Support per CLEC (Monthlt)						9PBDC	9PBMR	181.33								
		Service Order Charge						9PBDC	9PBSC		15.66							
911 PBX LOCATE TRANSPORT COMPONENT																		
See Att 3																		

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)						
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE																	
	911 PBX LOCATE DATABASE CAPABILITY																
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,825.00										
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		182.67										
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07											
	Change Company (Service Provider) ID			9PBDC	9PBPC		536.23										
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	176.96											
	Service Order Charge			9PBDC	9PBSC		11.73										
911 PBX LOCATE TRANSPORT COMPONENT																	
See Att 3																	

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE																
	911 PBX LOCATE DATABASE CAPABILITY															
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,814.00									
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		181.57									
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07										
	Change Company (Service Provider) ID			9PBDC	9PBPC		533.00									
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	179.88										
	Service Order Charge			9PBDC	9PBSC		7.86									
911 PBX LOCATE TRANSPORT COMPONENT																
See Att 3																

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: C			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE																
	911 PBX LOCATE DATABASE CAPABILITY															
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,819.00									
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		181.99									
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07										
	Change Company (Service Provider) ID			9PBDC	9PBPC		534.22									
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	178.58										
	Service Order Charge			9PBDC	9PBSC		15.2									
911 PBX LOCATE TRANSPORT COMPONENT																
See Att 3																



UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
911 PBX LOCATE																	
	911 PBX LOCATE DATABASE CAPABILITY																
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,822.00										
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		182.29										
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07											
	Change Company (Service Provider) ID			9PBDC	9PBPC		535.11										
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	178.43											
	Service Order Charge			9PBDC	9PBSC		15.75										
911 PBX LOCATE TRANSPORT COMPONENT																	
See Att 3																	

UNBUNDLED NETWORK ELEMENTS - North Carolina													Attachment: 2		Exhibit: C	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE																
	911 PBX LOCATE DATABASE CAPABILITY															
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,823.00									
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		182.45									
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07										
	Change Company (Service Provider) ID			9PBDC	9PBPC		535.57									
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	165.63										
	Service Order Charge			9PBDC	9PBSC		15.20									
911 PBX LOCATE TRANSPORT COMPONENT																
See Att 3																

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: C		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
911 PBX LOCATE															
	911 PBX LOCATE DATABASE CAPABILITY														
	Service Establishment per CLEC per End User Account			9PBDC	9PBEU		1,813.00								
	Changes to TN Range or Customer Profile			9PBDC	9PBTN		181.40								
	Per Telephone Number (Monthly)			9PBDC	9PBMM	0.07									
	Change Company (Service Provider) ID			9PBDC	9PBPC		532.48								
	PBX Locate Service Support per CLEC (Monthlt)			9PBDC	9PBMR	181.29									
	Service Order Charge			9PBDC	9PBSC		15.69								
911 PBX LOCATE TRANSPORT COMPONENT															
See Att 3															

UNBUNDLED NETWORK ELEMENTS - Tennessee													Attachment: 2		Exhibit: C				
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES(\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
												</							